



RECORDATION NO. 21000 FILED

NOV 13 '97 10-58 AM

NorRail®, Inc.
Buying, Selling, Leasing
And Management of Railcars

308 12th Avenue South, Buffalo, Minnesota 55313 • Phone: (612) 557-0215 • Fax: (612) 682-2452

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K. Street NW, Suite 700
Washington, D.C. 20423

November 12, 1997

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two originals each of First Memorandum of Railcar Lease Agreement and Second Memorandum of Railcar Lease Agreement dated as of October 1, 1997, a primary document as defined in the Board's Rules for Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:

Lessor:

Bombardier Finance Inc.
6815A 40th St., SE
Calgary, Alberta Canada T 2C 2W7

Lessee: Canadian National Railway Company
935 de La Gauchetiere Street West
Montreal, Quebec H3B 2M9
Phone: 514-399-4806

The First Memorandum of Railcar Lease Agreement covers 150, 100T Centerbeam Flatcars bearing reporting marks CN623800 to CN623949. The Second Memorandum of Railcar Lease Agreement covers 150, 100T Centerbeam Flatcars bearing reporting marks CN623950 to CN624099. Enclosed is our check in the amount of \$48.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one stamped copy of the enclosed document to the undersigned. If you have any questions or require any further information in connection with this filing, please contact the undersigned at 612-557-0215.

Very truly yours,

Bradley C. Gunstad
Vice President & General Counsel
Enclosures

FORMS/STB

A Bombardier Capital Company

SECOND MEMORANDUM OF RAILCAR LEASE AGREEMENT

2 *RM*
 ^ SECOND

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of October 15, 1997 by and between Bombardier Finance Inc., a Canadian Corporation ("Lessor") and Canadian National Railway Company, a Canadian Corporation ("Lessee"), with reference to the following:

1. Lessor agreed to lease to Lessee, and Lessee agreed to lease from Lessor various railcars pursuant to one or more Schedules to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Service and Lease Agreement No. 1733 dated August 1, 1997 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Schedule No. 2 to the Lease of even date therewith, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the 150, 100 Ton, 73 Foot Center Beam Flatcars bearing the reporting marks and numbers CN623950 to CN624099 inclusive, all as more particularly described in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Second Memorandum of Railcar Lease Agreement to be executed for the public record as of the date first above written.

LESSOR: Bombardier Finance Inc.

LESSER: Canadian National
Railway Company

By: *[Signature]*
 Vice President & General Manager

Approved
as to form

By: *[Signature]*
 Its: Treasurer & Principal Tax Counsel

By: *[Signature]*
 R. William Crowe
 Its: Vice President & General Counsel

RECORDATION NO. 21000 FILED

NOV 13 '97 10-58 AM

RM
[Signature]

PROVINCE OF QUEBEC, DISTRICT OF MONTREAL TO WIT:

On this 31st day of October, 1997 before me personally appeared, Sean Finn to me personally known, who being by me duly sworn, says that he is the Treasurer & P.S.C. of Canadian National Railway Company, a Canadian Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)
JOHN LAMONT
Commissioner for Oaths
Commissaire à l'Assermentation
Province of Quebec
Expires September 14, 1998

John Lamont
Commissioner for Oaths

My commission expires: 9/14/98

STATE OF Vermont, COUNTY OF Chittenden TO WIT:

On this 11th day of November, 1997 before me personally appeared, George W. Calver and R. William Crowe to me personally known, who being by me duly sworn, says that they are the Vice President & General Manager and Vice President & General Counsel respectively of Bombardier Finance Inc., a Canadian Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

Suzanne Blawie
Notary Public

My commission expires: 2/10/99

Page